1340067

FOR MD

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

□ Rule 504

(Number and Street, City, State, Zip Code)

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Series A Prefered Stock and Series A-1 Preferred Stock

Filing Under (Check box(es) that apply):

Type of Filing: ■ New Filing □ Amendment

1. Enter the information requested about the issuer

4590 MacArthur Blvd., N.W., Washington, DC 20007

Address of Principal Business Operations (if



E OF SALE OF SECURITIES PUR UANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL				
OMB NUMBER:	3235-0076			
Expires:	April 30, 2008			
Estimated average bure	den			
hours per response				

Prefix Serial ND/OR RING EXEMPTION DATE RECEIVED changed, and indicate change.)	
DATE RECEIVED	
changed, and indicate change.)	
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Toron Control	
□ Rule 505 ■ Rule 506 □ Section 4(6) □ ULOE	
A. DASIC IDENTIFICATION DATA	<u> </u>
nanged, and indicate change.)	
te, Zip Code) Telephone Number (Including Area Code)	
202-33 5-0974	
nd Street, City, State, Zip Code) Telephone Number (Including Area Code)	

Brie	f D	scripti	on of l	Business:	
-					

different from Executive Offices)

Bioscan Holdings, Inc. Address of Executive Offices

Develop advanced instrumentation for the synthesis and detection of radiolabeled compounds used in life science research, pharmaceutical development and nuclear medicine.

Type of Business Organization

■ corporation

D business trust

D limited partnership, already formed D limited partnership, to be formed

(Number and Street, City, State, Zip Code)

O other (please specify):

PHOCESSEE

Month Year

Actual or Estimated Date of Incorporation or Organization 06 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

■ Actual

□ Estimated DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filling of a federal notice.

	A. BASIC ID	ENTIFICATION DATA					
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and 							
	Promoter Beneficial Ov	ner Executive Officer	■ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)			• • •				
Kleinman, Theodore		\					
Business or Residence Address (No	umber and Street, City, State, 2	Zip Colle)					
c/o Bioscan Holdings, Inc., 4590 MacArthur	Blvd N.W Washington, D	C 20007					
	Promoter Beneficial Ov		■ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)		1					
Shulman, Seth		•					
	umber and Street, City, State, 2	Zip Code)					
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c/o Bioscan Holdings, Inc., 4590 MacArthur Check Box(es) that Apply:	Promoter Beneficial Ov		■ Director	General and/or Managing Partner			
Full Name (Last name first, if individual)	Trumbles & Belleticial Ov	THE COLORAGE CHICA	- Director	O Concrat Bill Of Frankaging 1 artises			
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Business of Residence Address (Nu	imber and Street, City, State, 2	ip Code)					
c/o Bioscan Holdings, Inc., 4590 MacArthur	Blvd., N.W., Washington, D	C 20007					
	Promoter	vner Executive Officer	■ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)							
Van Cauter, Staf							
Business or Residence Address (Nu	imber and Street, City, State, 2	ip Code)					
c/o Bioscan Holdings, Inc., 4590 MacArthur	Rive N.W. Washington D	C 20007					
	Promoter Beneficial Ov		☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)							
Business or Residence Address (No	umber and Street, City, State, 2	Zip Code)		·			
							
Check Box(es) that Apply:	D		m Diameter	G Committee Managine Design			
Full Name (Last name first, if individual)	Promoter	vner D Executive Officer	■ Director	☐ General and/or Managing Partner			
Tall Hattle (Last Halle High, II High Hade)							
Tolkoff, Joshua							
Business or Residence Address (No	umber and Street, City, State,	Zip Code)					
c/o Bioscan Holdings, Inc., 4590 MacArthur	Blvd., N.W., Washington, D	C 20007	<u> </u>				
	Promoter Beneficial Ov	vner D Executive Officer	■ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)							
Spaght, Peary							
	lumber and Street, City, State,	Zip Code)					
de Diagnes II-lillene Inc. 4800 Marshall	Died NW Westington D	.C 20007					
c/o Bioscan Holdings, Inc., 4590 MacArthur Check Box(es) that Apply:	Promoter Beneficial Ov		□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)	Toniolei = Belieficial O	THE D EXCERTIVE OTHER	a Director	C. Ochorat anaron trianaging Faither			
Ironwood Equity Fund, LP Business or Residence Address (N	Number and Street, City, State,	Zin Code)					
resules of Profesion Unitess (L	tomoci and bucci, City, State,	sip code)					
One Beacon Street, 34th Floor, Boston, MA	02108						

		A. BASIC IDENT	IFICATION DATA				
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 							
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner \	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)			ι				
Brook Co-Investment Il Limited Partne.	rchin		1				
Business or Residence Address		Street, City, State, Zip Co	de) ^				
			•				
301 Edgewater Place, 4th Fl., Wakefield, Check Box(es) that Apply:							
	O Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Fletcher Spaght Ventures II, L.P.							
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)				
222 Berkeley Street, Boston, MA 02116							
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)	B 1 tolliotes	C Controlar Owner		<u> </u>	D denotal End of Tribulary 1 210100		
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Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
Check Box(es) that Apply:	O Promoter	Beneficial Owner	☐ Executive Officer	Director	O General and/or Managing Partner		
Full Name (Last name first, if individual)	<u> </u>	C Denoment Owner	G Excellive Officer	C Director	Ochem and or managing rathice		
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Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
Check Box(es) that Apply:		C.D. (5.110		- D' - 1			
Full Name (Last name first, if individual)	☐ Promoter	Beneficial Owner	☐ Executive Officer	□ Director	O General and/or Managing Partner		
Tan Name (Last hame mot, it morridat)							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
Check Box(cs) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)	•						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
	,		,				

					В.	INFORM	ATION ABO	OUT OFFE	RING				
							٠ , را					Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?								O	•				
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?									S N/A				
					-	•	-					Yes	No
3.		_	-	wnership of a	_							•	o
4.	similar assoc deale for th	ar remunerati stated person r. If more the act broker or	on for solicite or agent of a an five (5) per dealer only,	for each perse ation of purch broker or deal rsons to be list	asers in conn er registered	ection with s with the SEG	sales of sector C and/or with	rities in the c h a state or si	offering. If a states, list the s	person to be l name of the b	listed is an oroker or		
Full!		(Last name f	irst, if individ	lual)									
		r Residence	Address (Nun	ber and Stree	t. Citv. State	Zip Code)							
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Full	name	(Last name fi	rst, if individ	ual)									
Busi	ness o	r Residence	Address (Nu	umber and Stre	cet, City, Sta	te, Zip Code)	. <u></u>				· · ·	
Nam	e of A	ssociated Br	oker or Deale	<u> </u>								··	
State	s in w	hich Person l	Listed Has So	licited or Inte	nds to Solici	Purchasers			· - · · · · · · · · · · · · · · · · · ·				
		(Check "All	States" or ch	eck individua	l States)	***************************************			• • • • • • • • • • • • • • • • • • • •	******************		All States	
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Full	Name	(Last name f	īrst, if individ	lual)									
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Nam	e of A	ssociated Br	oker or Deale	r				······································					
State	s in w	hich Person	Listed Has So	licited or Inte	nds to Solici	t Purchasers							
		(Check "All	States" or ch	eck individua	l States)		**************	************	***************************************	*******************		All States	
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount galready sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, wheek this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	s	\$
	Equity (Series A Preferred Stock)	\$ <u>4,500,000.79</u>	\$ <u>4,500,000.79</u>
	□ Common ■ Preferring		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	s	s
	Other (Specify: Series A-1 Preferred Stock)	\$ 1,499,999.48	\$ <u>1,499,999.48</u>
	Total	\$ 6,000,000.27	\$ 6,000,000,27
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	<u> </u>	\$ 6,000,000,27
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		s
	Answer also in Appendix, Column 4, if filing under ULOE		
J.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505	Type of Security	Dollar Amount Sold
	Regulation A	-	s
	Rule 504		s
	Total	<u>·</u>	s
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	a	2
	Printing and Engraving Costs	a	5
	Legal Fees	u .	\$ 243,700
		•	_
	Accounting Fees	o	\$
	Engineering Fees	o	\$
	Sales Commissions (specify finders' fees separately)		\$ <u>86.800</u>
	Other Expenses (identify)	o	\$
	Total	•	\$ <u>330,500</u>

b. Enter the difference between the aggregate offering price given in response to Part C - (Question			
1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."			s	5,669,500.27
Indicate below the amount of the adjusted gross proceeds to the issuer user, or proposed to for each of the purposes shown. If the amount for any purpose is not known; furnish an est and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.	imate			
		Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees	D	s	۵	\$
Purchase of real estate	D	\$	0	\$
Purchase, rental or leasing and installation of machinery and equipment	٥	s	0	\$
Construction or leasing of plant buildings and facilities	0	s	0	\$
Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a ranger)	,	•	_	·
Repayment of indebtedness	.	\$_850,369.66	0	\$
Working capital	0	s	•	\$ <u>4,819,130.61</u>
Other (specify):	0	\$	۵	s
	0	s	0	s
Column Totals	=	\$ <u>850,369.66</u>	•	\$ <u>4,819,130.61</u>
Total Payments Listed (column totals added)		■ \$_ <u>5,6</u>	<u>69,500,27</u>	<u></u>
D. FEDERAL SIGNATU	RE			

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Bioscan Holdings, Inc.	Signature Head han	Date October /_, 2007
Name of Signer (Print or Type) Theodore Kleinman	Title of Signer (Print or Type) President and Chief Executive Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

